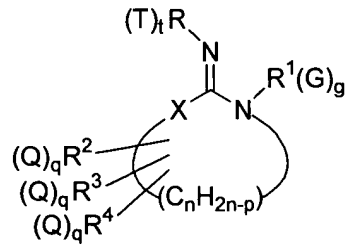
1. (Amended) A compound having the formula



wherein

R is

substituted aryl of 6 - 14 carbons wherein the substituent is T; or

heteroaryl of 3 - 10 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S, with the proviso that R is other than benzofuran or benzothiophene;

R^1 is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

heterocycloalkyl of 4 - 7 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

R^2, R^3, and R^4 are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons;

substituted aryl of 6 - 13 carbons wherein the substituent is Q;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO_2R^5 ; wherein

R^5 is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

halogen; and

=O , representing two of the groups R^2, R^3, and R^4;

X is O;

n is 2;

p is the sum of non-H substituents R^2, R^3, and R^4;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

aryl of 6 - 10 carbons;

CO_2H;

CO_2R^5;

alkenyl of 2 - 4 carbons;

alkynyl of 2 - 4 carbons;

$C(O)C_6H_5$;

$C(O)N(R^6)(R^7)$;wherein

R^6 is H or alkyl of 1 - 5 carbons; and

R^7 is H or alkyl of 1 - 5 carbons;

$S(O)_{y'}R^8$; wherein

y' is 1 or 2; and

R^8 is alkyl of 1 - 5 carbons;

SO_2F;

CHO;

OH;

NO_2;

CN;

halogen;

OCF_3;

N-oxide;

O-$C(R^9)_2$-O , the oxygens being connected to adjacent positions on R; and wherein

R^9 is H, halogen, or alkyl of 1 - 4 carbons;

C(O)NHC(O) , the carbons being connected to adjacent positions on R; and

$C(O)C_6H_4$, the carbonyl carbon and the ring carbon ortho to the carbonyl being connected to adjacent positions on R;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, alkoxy of 1 - 4 carbons, aryl of 6 - 10 carbons, CO_2R^5, alkenyl of 2 - 4 carbons, alkynyl of 2 - 4 carbons, $C(O)C_6H_5$, $C(O)N(R^6)(R^7)$, $S(O)_yR^8$, O-$C(R^9)_2$-O , or $C(O)C_6H_4$, then T optionally may bear secondary substituents selected from the group consisting of alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons; CO_2R^5; CO_2H; $C(O)N(R^6)(R^7)$; CHO; OH; NO_2; CN; halogen; S(O)yR^8; or =O, the number of said secondary substituents being 1 or 2

with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

OH;

OR^5;

=O , representing two substituents G;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

heterocycloalkyl of 3 - 5 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

cycloalkenyl of 5 - 7 carbons;

heterocycloalkenyl of 4 - 6 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO_2R^5;

$C(O)N(R^6)(R^7)$;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

NO_2;

CN;

$S(O)_yR^8$;

SO_3R^8; and

$SO_2N(R^6)(R^7)$;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, heterocycloalkyl of 3 - 5 carbons,

cycloalkenyl of 5 - 7 carbons, or heterocycloalkenyl of 4 - 6 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl or heteroaryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Sub B2

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO_2R^5;

=O , representing two substituents Q;

OH;

halogen;

$N(R^6)(R^7)$;

$S(O)_yR^8$;

SO_3R^8; and

$SO_2N(R^6)(R^7)$;

q is 0 - 4

provided that when substituent Q is aryl or heteroaryl, then Q optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties and up to the perhalo level for halogen; and

with the further provisos that:

a) two of $(Q)_qR^1$, $(Q)_qR^2$, $(Q)_qR^3$, and $(Q)_qR^4$ may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;

b) at least one of R^2, R^3, and R^4 is other than H;

c) if t = 1, then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;

d) the sum of non-hydrogen atoms in R^1, R^2, R^3, and R^4 is at least 5;

e) when the 4-position of the 1,3-oxazolidine ring bears a carbonyl group, and R bears halogen at its 2- and 4- positions, then the 5-position of R bears H;

f) when the 4-position of the1,3-oxazolidine ring may bear a carbonyl only if the 5-position of said ring bears at least one non-H substituent;

and pharmaceutically acceptable salts thereof.

2. (Amended) A compound having the formula

Sub B2

B2

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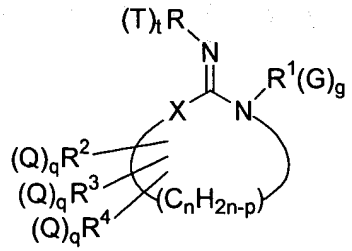


wherein

R is

substituted phenyl wherein the substituent is T; or

substituted pyridyl wherein the substituent is T;

R^1 is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

R^2, R^3, and R^4 are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons; and

=O , representing two of the groups R^2, R^3, and R^4;

X is O;

n is 2;

p is the sum of non-H substituents R^2, R^3, and R^4;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

alkenyl of 2 - 4 carbons;

alkynyl of 2 - 4 carbons;

NO_2;

CN; and

halogen;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, alkoxy of 1 - 4 carbons, alkenyl of 2 - 4 carbons, or alkynyl of 2 - 4 carbons, then T optionally may bear secondary substituents selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

CO_2R^5; wherein

R^5 is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

CO_2H;

$C(O)N(R^6)(R^7)$; wherein

R^6 is H or alkyl of 1 - 5 carbons; and

R^7 is H or alkyl of 1 - 5 carbons;

CHO;

OH;

NO_2;

CN;

halogen;

$S(O)yR^8$; wherein

R^8 is alkyl of 1 - 5 carbons; and

=O, representing two secondary substituents;

the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

OR^5;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

cycloalkenyl of 5 - 7 carbons;

aryl of 6 - 10 carbons; and

CN;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, or cycloalkenyl of 5 - 7 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

CO_2R^5 ;

=O , representing two substituents Q;

OH;

halogen;

$N(R^6)(R^7)$; and

$S(O)_yR^8$;

q is 0 - 4;

and

with the further provisos that:

a) two of $(Q)_qR^1$, $(Q)_qR^2$, $(Q)_qR^3$, and $(Q)_qR^4$ may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;

b) at least one of R^2, R^3, and R^4 is other than H;

c) if t = 1, then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;

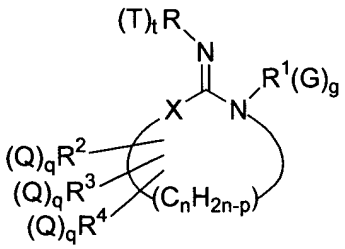
d) the sum of non-hydrogen atoms in R^1, R^2, R^3, and R^4 is at least 5;

e) when the 4-position of the 1,3-oxazolidine ring bears a carbonyl group, and R bears halogen at its 2- and 4- positions, then the 5-position of R bears H;

f) when the 4-position of the 1,3-oxazolidine ring may bear a carbonyl only if the 5-position of said ring bears at least one non-H substituent;

and pharmaceutically acceptable salts thereof.

3. (Amended) A compound having the formula



wherein

R is

substituted phenyl wherein the substituent is T; or

substituted pyridyl wherein the substituent is T;

R^1 is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

alkenyl of 2 - 10 carbons; or

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings;

R^2, R^3, and R^4 are independently selected from the group consisting of

H;
alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons; and

cycloalkenyl of 5 - 12 carbons;

X is O;

n is 2;

p is the sum of non-H substituents R^2, R^3, and R^4;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkenyl of 2 - 4 carbons;

NO_2;

CN; and

halogen;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, or alkenyl of 2 - 4 carbons, then T optionally may bear secondary substituents selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

CO_2R^5; wherein

R^5 is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

CO_2H;

$C(O)N(R^6)(R^7)$; wherein

R^6 is H or alkyl of 1 - 5 carbons; and

R^7 is H or alkyl of 1 - 5 carbons;

CHO;

OH;

NO_2;

CN;

halogen;

$S(O)yR^8$; wherein

R^8 is alkyl of 1 - 5 carbons; and

=O;

the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

cycloalkenyl of 5 - 7 carbons; and

aryl of 6 - 10 carbons;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, or cycloalkenyl of 5 - 7 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons; and

halogen;

q is 0 - 4;

and

with the further provisos that:

a) two of $(Q)_qR^1$, $(Q)_qR^2$, $(Q)_qR^3$, and $(Q)_qR^4$ may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;

b) at least one of R^2, R^3, and R^4 is other than H;

c) if t = 1, then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;

d) the sum of non-hydrogen atoms in R^1, R^2, R^3, and R^4 is at least 5;

and pharmaceutically acceptable salts thereof.

4. canceled.

5. canceled.

7. (Amended) A pharmaceutical composition comprising a compound of claim 1, 2, 3 or 6, and a pharmaceutically acceptable carrier.

8. (Amended) A method of treating a mammal by administering to said mammal an effective amount of a compound for:

A1) enhancement of bone formation in bone weakening diseases for the treatment or prevention of osteopenia or osteoporosis;

A2) enhancement of fracture healing;

B1) use as a female contragestive agent;

B2) prevention of endometrial implantation;

B3) induction of labor;

B4) treatment of luteal deficiency;

B5) enhanced recognition and maintanence of pregnancy;

B6) counteracting of preeclampsia, eclampsia of pregnancy, and preterm labor;

B7) treatment of infertility, including promotion of spermatogenesis, induction of the acrosome reaction, maturation of oocytes, or in vitro fertilization of oocytes;

C1) treatment of dysmenorrhea;

C2) treatment of dysfunctional uterine bleeding;

C3) treatment of ovarian hyperandrogynism;

C4) treatment of ovarian hyperaldosteronism;

C5) alleviation of premenstral syndrome and of premenstral tension;

C6) alleviation of perimenstrual behavior disorders;

C7) treatment of climeracteric disturbance, including. menopause transition, mood changes, sleep disturbance, and vaginal dryness;

C8) enhancement of female sexual receptivity and male sexual receptivity;

C9) treatment of post menopausal urinary incontinence;

C10) improvement of sensory and motor functions;

C11) improvement of short term memory;

C12) alleviation of postpartum depression;

C13) treatment of genital atrophy;

C14) prevention of postsurgical adhesion formation;

C15) regulation of uterine immune function;

C16) prevention of myocardial infarction;

D1) hormone replacement;

E1) treatment of cancers, including breast cancer, uterine cancer, ovarian cancer, and endometrial cancer;

E2) treatment of endometriosis;

E3) treatment of uterine fibroids;

F1) treatment of hirsutism;

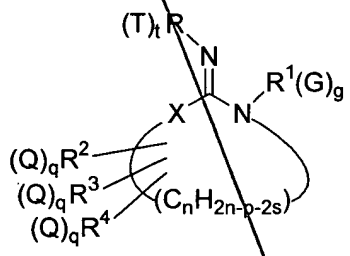
F2) inhibition of hair growth;

G1) activity as a male contraceptive;

G2) activity as an abortifacient; and

H1) promotion of mylin repair;

wherein said compound has the general formula



wherein

R is

substituted aryl of 6 - 14 carbons wherein the substituent is T; or

heteroaryl of 3 - 10 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S, with the proviso that R is other than benzofuran or benzothiophene;

R^1 is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

heterocycloalkyl of 4 - 7 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

substituted aryl of 6 - 10 carbons wherein the substituent is G;

heteroaryl of 3 - 9 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

R^2, R^3, and R^4 are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons;

substituted aryl of 6 - 13 carbons wherein the substituent is Q;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO_2R^5 ; wherein

R^5 is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

halogen; and

=O , representing two of the groups R^2, R^3, and R^4;

X is O;

n is 2;

p is the sum of non-H substituents R^2, R^3, and R^4;

s represents the number of double bonds in the ring, and is 0, 1, or 2;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

aryl of 6 - 10 carbons;

CO_2H;

CO_2R^5;

alkenyl of 2 - 4 carbons;

alkynyl of 2 - 4 carbons;

$C(O)C_6H_5$;

$C(O)N(R^6)(R^7)$;wherein

R^6 is H or alkyl of 1 - 5 carbons; and

R^7 is H or alkyl of 1 - 5 carbons;

$S(O)_{y'}R^8$; wherein

y' is 1 or 2; and

R^8 is alkyl of 1 - 5 carbons;

SO_2F;

CHO;

OH;

NO_2;

CN;

halogen;

OCF_3;

N-oxide;

$O\text{-}C(R^9)_2\text{-}O$, the oxygens being connected to adjacent positions on R; and

wherein

R^9 is H, halogen, or alkyl of 1 - 4 carbons;

$C(O)NHC(O)$, the carbons being connected to adjacent positions on R; and

$C(O)C_6H_4$, the carbonyl carbon and the ring carbon ortho to the carbonyl being connected to adjacent positions on R;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons; aryl of 6 - 10 carbons; CO_2R^5; alkenyl of 2 - 4 carbons; alkynyl of 2 - 4 carbons; $C(O)C_6H_5$; $C(O)N(R^6)(R^7)$; $S(O)_yR^8$; $O\text{-}C(R^9)_2\text{-}O$, or $C(O)C_6H_4$, then T optionally may bear secondary substituents selected from the group consisting of alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons; CO_2R^5; CO_2H; $C(O)N(R^6)(R^7)$; CHO; OH; NO_2; CN; halogen; $S(O)yR^8$; or =O, the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

OH;

OR^5;

=O , representing two substituents G;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

heterocycloalkyl of 3 - 5 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

cycloalkenyl of 5 - 7 carbons;

heterocycloalkenyl of 4 - 6 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO_2R^5;

$C(O)N(R^6)(R^7)$;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

NO_2;

CN;

$S(O)_yR^8$;

SO_3R^8; and

$SO_2N(R^6)(R^7)$;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, heterocycloalkyl of 3 - 5 carbons, cycloalkenyl of 5 - 7 carbons, or heterocycloalkenyl of 4 - 6 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl or heteroaryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO_2R^5

=O , representing two substituents Q;

OH;

halogen;

$N(R^6)(R^7)$;

$S(O)_yR^8$;

SO_3R^8; and

$SO_2N(R^6)(R^7)$;

q is 0 - 4

provided that when substituent Q is aryl or heteroaryl, then Q optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties and up to the perhalo level for halogen; and

with the further proviso that two of $(Q)_qR^1$, $(Q)_qR^2$, $(Q)_qR^3$, and $(Q)_qR^4$ may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;

and pharmaceutically acceptable salts thereof.